

**MEMORANDUM OF LEASE ASSIGNMENT dated as of July 28, 1994,
by TTX LEASE 41-B TRUST, a Utah trust,
and FIRST SECURITY BANK OF IDAHO, NATIONAL
ASSOCIATION, a Delaware corporation.**

The undersigned have entered into that certain Equipment Trust Agreement (No. 41-B), dated as of June 30, 1994, covering the railroad equipment listed in Schedule A thereto, pursuant to which equipment trust certificates having a final maturity of January 27, 2012, are being issued on the terms and conditions set forth in said Equipment Trust Agreement.

A memorandum of said Equipment Trust Agreement has been recorded with the Interstate Commerce Commission pursuant to section 11303 of Title 49 of the United States Code, and assigned recordation number 18861-B.

The said Equipment Trust Agreement includes an assignment to First Security Bank of Idaho, National Association, security trustee thereunder, of all the right, title, and interest of TTX Lease 41-B Trust in and to the Lease of Railroad Equipment (No. 41-B), dated as of June 30, 1994, between TTX Company and TTX Lease 41-B Trust in respect of such equipment, and all payments due and to become due thereunder, excluding, however, interests in certain rights, payments, and indemnities, as more fully set forth in said Equipment Trust Agreement.

A memorandum of said Lease of Railroad Equipment has been recorded with the Interstate Commerce Commission pursuant to section 11303 of Title 49 of the United States Code, and assigned recordation number 18861.

TTX Company and TTX Lease 41-B Trust have entered into that certain Lease Supplement (No. 41-B), dated as of July 28, 1994, including in the said Lease of Railroad Equipment the railroad equipment listed in Schedule A hereto.

The undersigned have entered into that certain Equipment Trust Agreement Supplement (No. 41-B), dated as of July 28, 1994, and wish to show for the public record the assignment thereunder to First Security Bank of Idaho, National Association, security trustee under the said Equipment Trust Agreement, of all of the right, title, and interest of TTX Lease 41-B Trust in and to the said Lease Supplement, and all payments due and to become due thereunder, excluding, however, interests in certain rights, payments, and indemnities, as more fully set forth in said Equipment Trust Agreement.

Memorandum of Lease Assignment (No. 41-B)

RECORDATION NO. 18861-B

JUL 27 1994 -2 45 PM

INTERSTATE COMMERCE COMMISSION

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum of lease assignment to be duly executed by their respective officers or representatives thereunto duly authorized:

TTX LEASE 41-B TRUST
by First Security Bank of Utah,
National Association, trustee

By: 

Name: C. Scott Nielsen
Title: Asst. Vice President

FIRST SECURITY BANK OF IDAHO,
NATIONAL ASSOCIATION

By: _____


Name:
Title:

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum of lease assignment to be duly executed by their respective officers or representatives thereunto duly authorized:

TTX LEASE 41-B TRUST
by First Security Bank of Utah,
National Association, trustee

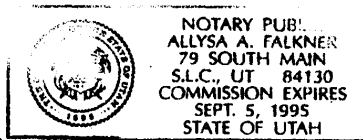
By: _____
Name:
Title:

FIRST SECURITY BANK OF IDAHO,
NATIONAL ASSOCIATION

By:  _____
Name:
Title: **Brett R. King**
Trust Officer

STATE OF UTAH)
)
COUNTY OF SALT LAKE) SS.:

On this ^{26th} day of July, 1994, before me personally appeared ~~C. Scott Nielsen~~ to me personally known, who, by me being duly sworn, says that he is a ~~Asst. Vice President~~ of First Security Bank of Utah, National Association, the trustee of TTX Lease 41-B Trust, and that the foregoing instrument was signed on behalf of said association by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.



Allysa A. Falkner
Notary Public

My commission expires

STATE OF UTAH)
)
COUNTY OF SALT LAKE) SS.:

On this day of July, 1994, before me personally appeared , to me personally known, who, by me being duly sworn, says that he is of First Security Bank of Idaho, National Association, and that the foregoing instrument was signed on behalf of said association by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

Notary Public

My commission expires

STATE OF UTAH)
) SS.:
COUNTY OF SALT LAKE)

On this day of July, 1994, before me personally appeared , to me personally known, who, by me being duly sworn, says that he is a of First Security Bank of Utah, National Association, the trustee of TTX Lease 41-B Trust, and that the foregoing instrument was signed on behalf of said association by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

Notary Public

My commission expires

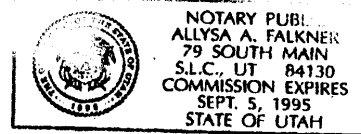
STATE OF UTAH)
) SS.:
COUNTY OF SALT LAKE)

On this **26TH** day of July, 1994, before me personally appeared **Brett R. King**, to me personally known, who, by me being duly sworn, says that he is **TRUST OFFICER** of First Security Bank of Idaho, National Association, and that the foregoing instrument was signed on behalf of said association by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

Allysa A. Falkner

Notary Public

My commission expires



TL41
07/19/94

FIRST BANK

SCHEDULE A
TTX COMPANY
LEASE NO. 41B
DATED AS OF JUNE 30, 1994
CLOSING #2, DATED JULY 28, 1994

BUILDER/ CAR TYPE	QUANTITY		CAR NUMBERS	DELIVERY PERIOD	CONTRACT
	CARS	PLATFORMS			
GUNDERSON, INC.					
SINGLE-UNIT ALL-PURPOSE DOUBLE-STACK WELL CARS FOR CARRYING CONTAINERS OR TRAILERS UP TO 53' LONG- DTTX.	29	29	456234-456262.	JUNE, '94	T-3893-F
THREE-UNIT DRAWBAR-CONNECTED ALL-PURPOSE DOUBLE-STACK WELL CARS FOR CARRYING CONTAINERS OR TRAILERS UP TO 53' LONG- DTTX.	28	84	427142-427169.	JUNE, '94	T-3A93-F
NATIONAL STEEL CAR LIMITED					
FOUR-UNIT DRAWBAR-CONNECTED ALL-PURPOSE DOUBLE-STACK WELL CARS FOR CARRYING CONTAINERS OR TRAILERS UP TO 53' LONG- DTTX.	5	28	438882-438886.	MAY-JUNE, '94	T-2893-N
TRINITY INDUSTRIES, INC.					
73-FOOT CENTER-PARTITIONED BULKHEAD FLATCARS WITH WINCH TIE-DOWN DEVICES FOR CARRYING PACKAGED LUMBER PRODUCTS- TTZX.	11	11	85928, 85936, 85938, 85957, 85963, 85978, 85982-85986.	JUNE, '94	T-3893-P
	8	8	855828-855827.	JUNE, '94	T-4893-P
TOTAL	81	152			